

Company No 3402476

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TEXTRON AUTOMOTIVE COMPANY LIMITED

We, Textron Limited, being the sole Member for the time being of the above-named Company entitled to receive notice of and attend and vote at General Meetings, HEREBY PASS the following Resolution as an Ordinary Resolution of the Company and agree that the said Resolution shall, pursuant to S.381A of the Companies Act 1985 and to Article 11 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held:-

IT IS HEREBY RESOLVED:

ORDINARY RESOLUTION

"That the authorised capital of the Company be increased from £12,000,000 to £15,000,000 by the creation of 3,000,000 Ordinary Shares of £1 each to rank pari passu with the existing shares of the Company."

Dated this 1st day of December 1997



For and on behalf of
TEXTRON LIMITED

